

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>Lockhart James B. III</u> (Last) (First) (Middle) C/O VG ACQUISITION CORP. 65 BLEECKER STEET, 6TH FLOOR (Street) NEW YORK NY 10012 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>VG Acquisition Corp. [VGAC.U]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Class B ordinary shares | (1) | (1) | Class A ordinary shares 30,000 | 0 | D | |
| Class B Shares in VG Acquisition Holdings LLC | (2)(3) | (2)(3) | Class B ordinary shares 351,851 | 0 | D | |

Explanation of Responses:

- These Class B ordinary shares will automatically convert into Class A ordinary shares on a one-for-one basis for no additional consideration concurrently with or immediately following the consummation of the initial business combination by the Issuer, on a one-for-one basis, subject to the adjustments described in the Issuer's prospectus on Form S-1 filed on September 16, 2020 (the "Prospectus"). The Class B ordinary shares have no expiration date.
- Represents Class B Shares in VG Acquisition Holdings LLC, a Delaware limited liability company. VG Acquisition Holdings LLC holds an economic interest in VG Acquisition Sponsor LLC, a Cayman Islands limited liability company, which is the record holder of 11,410,000 Class B ordinary shares of the Issuer, 1,500,000 of which are subject to forfeiture by VG Acquisition Sponsor LLC in the event the underwriters for the Issuer's initial public offering do not exercise in full their overallotment option in connection with that offering, all as described in the Prospectus. The number of Class B ordinary shares underlying these Class B Shares in VG Acquisition Holdings LLC will be adjusted to reflect any such forfeiture.
- The Class B shares in VG Acquisition Holdings LLC represent an indirect economic entitlement to the proceeds attributable to a number of the Class B ordinary shares of the Issuer held by VG Acquisition Sponsor LLC (and, after a planned acquisition by VG Acquisition Sponsor LLC, a number of warrants to acquire Class A ordinary shares of the Issuer). The Class B shares in VG Acquisition Holdings LLC have no expiration date.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ James Cahillane, as attorney-in-fact for James B. Lockhart III 10/01/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of James Cahillane its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder (including, without limitation, any Joint Filing Agreement with respect thereto), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the Financial Industry Regulatory Authority;
2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in the securities of VG Acquisition Corp., from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and
4. perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. this Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;
2. any documents prepared and/or executed by such attorneys-in-fact on behalf of any of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
3. neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for any of the undersigned, (b) any liability for any failure to comply with such requirements for any of the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for any of the undersigned; and
4. this Power of Attorney does not relieve any of the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2020

/s/ James B. Lockhart III

Name: James B. Lockhart III

[Signature page to Power of Attorney]
